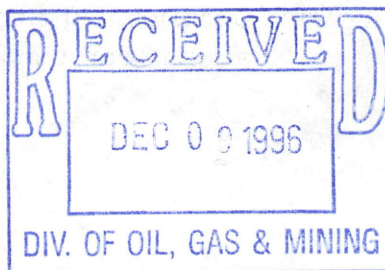


SUNRAY MINERAL PRODUCTS

1810 Shumway
Moab, Utah 84532
801.259.7893
Fax 801.259.7894



December 04, 1996

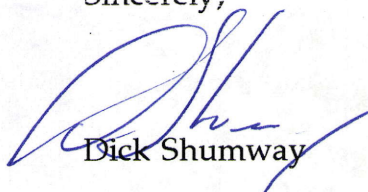
State of Utah
Department of Natural Resources
Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
Box 145801
Salt Lake City, Utah 84114-5801

Mr. Wayne Hedberg,

Wayne, Enclosed is the new, new affidavit correcting the DOGM file# to S/055/006 and the term humic shale to a correct definition, "Humate/Leonardite coal".

I hope these changes will correct this affidavit.

Sincerely,



Dick Shumway

**AFFIDAVIT OF DICK SHUMWAY FOR PURPOSES
OF QUALIFYING FOR EXEMPTION FROM
REGULATION UNDER THE UTAH COAL REGULATORY PROGRAM**

The undersigned, Dick Shumway, being duly sworn under oath,
deposes and states as follows:

1. I am the operator of the Factory Butte mineral Project, under DOGM file #, S/055/006, and under Utah State Coal Lease ML#43377 located in Section 2, Township 27 South, Range 9 East, SLBM, Wayne County, Utah (the "State Lease").

2. As operator of the Factory Butte Mineral Project, I intend to extract Humate/Leonardite coal from lands underlying the State lease.

3. I attest and affirm that any Humate, coal or other carbonaceous products that I, or any other person or entity, extract from lands underlying the State Lease will be for my personal, noncommercial use as defined in Utah Admin. Code R645-100-400.

4. I further attest and affirm that I am aware that any exemption I receive from the Utah Division of Oil, Gas and Mining under the Utah Coal Regulatory Program, will not exempt me from any and all reclamation obligations imposed by the Utah Mined Land Reclamation Act, codified at Utah Code Ann. S 40-8-1 et. seq.

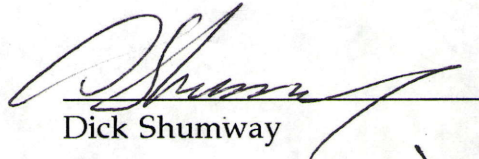
DATED this 4 day of December, 1996

STATE OF UTAH)

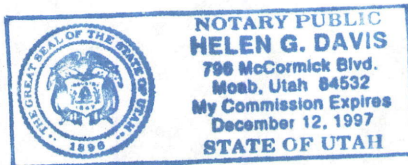
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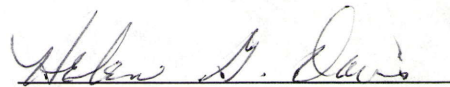
COUNTY OF GRAND)

I, Dick Shumway, being first duly sworn, hereby state that I have read the foregoing AFFIDAVIT OF DICK SHUMWAY and that the same is true to the best of my knowledge, information and belief.


Dick Shumway

Subscribed and sworn to before me this 4 day of Dec. 96,
1996.




Notary Public